

INDIA NON JUDICIAL

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Certificate No.

PM 26-July 2021 12:08 PM 35-July 2021 12:06 PM

IN-DL51440311176504U

Certificate Issued Date

25-Jun-2022 12:06 PM

Account Reference

SELFPRINT (PU)/ di-self/ NEHRU/ DL-DLH

Unique Doc. Reference

SUBIN-DLDL-SELF86598714421155U

Purchased by

Article 5 General Agreement

Property Description

ADDENDUM TO SHAREHOLDER AGREEMENT

HONASA CONSUMER PRIVATE LIMITED SHALU SINGHAL

Consideration Price (Rs.)

Description of Document

0

First Party

12.06 PW 28-Jun-2022

PM 20-Jun-2002 12:06 PM 25-Jun-6062 12:06 PM 25-Jun-2020

(Zero)

HONASA CONSUMER PRIVATE LIMITED

Second Party

VISHAL GUPTA

Stamp Duty Paid By

HONASA CONSUMER PRIVATE LIMITED

Stamp Duty Amount(Rs.)

(Five Hundred only)



SELF PRINTED CERTIFICATE TO BE VERIFIED BY THE RECIPIENT AT WWW.SHCILESTAMP.COM

IN-DES1440311176504U

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ADDENDUM NO. 1 FOR SHAREHOLDERS AGREEMENT BETWEEN MR. VISHAL GUPTA, MR. PRASHANT SINHA, MR. ASIF MOHAMED, JUST 4 KIDS SERVICES PRIVATE LIMITED AND HONASA CONSUMER PRIVATE LIMITED

This addendum (hereinafter referred to as the "Addendum No. 1") to the Shareholder Agreement dated 22 December 2021 is made and executed on this 24 day of June 2021 and is effective as 22 December 2021 ("Effective Date");

BY AND BETWEEN

MR. VISHAL GUPTA, an Indian resident, having PAN AIDPG0028R and residing at A-83, Trinity Towers, DLF Phase 5, Gurgaon 122003 (hereinafter referred to as "Vishal", which expression shall, unless the context otherwise requires, mean and include his successors, heirs, executors, administrators and permitted assigns) of the **FIRST PART**;

AND

MR. PRASHANT SINHA, an Indian resident, having PAN ARUPS8022R and residing at 6129/1, D-6, Vasant Kunj, New Delhi – 110070 (hereinafter referred to as "Prashant", which expression shall, unless the context otherwise requires, mean and include his successors, heirs, executors, administrators and permitted assigns) of the **SECOND PART**;

AND

MR. ASIF MOHAMED, an Indian resident, having PAN ADCPA3229L and residing at B-305, Ireo Grand Arch, Sector 58, Gurgaon 122001 (hereinafter referred to as "Asif", which expression shall, unless the context otherwise requires, mean and include his successors, heirs, executors, administrators and permitted assigns) of the **THIRD PART**;

AND

JUST4KIDS SERVICES PRIVATE LIMITED, a company incorporated under the laws of India with corporate identification number U80302DL2010PTC203604 and whose registered office is at 6129/1, D-6, Vasant Kunj, Delhi - 110070 (hereinafter referred to as "Company", which expression shall, unless the context otherwise requires, mean and include its successors and permitted assigns) of the **FOURTH PART**;

AND

HONASA CONSUMER PRIVATE LIMITED, a company incorporated under the laws of Delaware and whose registered office is at 432, 4th Floor, Somdutt Chamber 2, Bhikaji Cama Place New Delhi - 110066 (hereinafter referred to as "Honasa", which expression shall, unless the context otherwise requires, mean and include its successors and permitted assigns) of the **FIFTH PART.**

In this Addendum No. 1, hereinafter, unless the context otherwise requires, Vishal, Prashant, Asif, Company, and Honasa shall collectively be referred to as "**Parties**" and individually as a "**Party**".

WHEREAS:

- A. In terms of the Shareholder Agreement dated 22 December 2021 executed between the Parties (hereinafter referred to as the "SHA"), to provide for certain matters relating to the rights of the Shareholders, including those relating to the management and operations of the Company and its Subsidiaries.
- B. The Parties have hereby agreed to enter into this Addendum No. 1 to to record certain changes to the understanding contained in the SHA.

NOW THIS ADDENDUM NO. 1 WITNESSETH AND IT IS HEREBY AGREED AND DECLARED BY AND BETWEEN THE PARTIES AS FOLLOWS:

- 1. This Addendum No. 1 shall be effective from the date of the SHA.
- 2. Capitalized terms mentioned in this Addendum No. 1 but not defined herein shall have the same meaning as has been attributed to such terms in the SHA.
- 3. Clause 11 of Part B of the Schedule 5 (Affirmative Voting Matters) of the SHA shall stand deleted.
- 4. This Addendum No. 1 shall form an integral part of the SHA, and the SHA along with this Addendum No. 1 shall be referred to as the Shareholders Agreement. This Addendum No. 1 shall modify the SHA only to the limited extent set out herein and except as specifically and expressly amended by this Addendum No. 1, all other provisions of the SHA shall remain unchanged and continue to be in full force and effect.
- 5. Clauses 13 (Confidentiality), 16 (Notices), 15 (Governing Law And Dispute Resolution), and 17 (Miscellaneous) of the SPA shall apply mutatis mutandis to this Addendum No. 1 and shall be deemed to be incorporated herein by reference.

IN WITNESS WHEREOF THIS ADDENDUM NO. 1 HAS BEEN SIGNED AND EXECUTED BY THE PARTIES HEREIN BELOW ON THE AFOREMENTIONED DATE

IN WITNESS WHEREOF, each of the aforementioned Parties has signed and executed the Agreement, and all the original copies hereto, on the date first above written.

For and on behalf of JUST 4 KIDS SERVICES PRIVATE LIMITED

FOR JUST4KIDS SERVICES	PVT. LTD. Director
Name: Title:	[Rest of the page is intentionally left blank]

IN WITNESS WHEREOF, each of the aforementioned Parties has signed and executed the Agreement, and all the original copies hereto, on the date first above written.

MR. VISHAL GUPTA

IN WITNESS WHEREOF, each of the aforementioned Parties has signed and executed the Agreement, and all the original copies hereto, on the date first above written.

MR. PRASHANT SINHA

Jan

IN WITNESS WHEREOF, each of the aforementioned Parties has signed and executed the Agreement, and all the original copies hereto, on the date first above written.

MR. ASIF MOHAMED

IN WITNESS WHEREOF THIS ADDENDUM NO. 1 HAS BEEN SIGNED AND EXECUTED BY THE PARTIES HEREIN BELOW ON THE AFOREMENTIONED DATE

IN WITNESS WHEREOF, each of the aforementioned Parties has signed and executed the Agreement, and all the original copies hereto, on the date first above written.

For and on behalf of Honasa Consumer Private Limited

For HONASA CONSUMER PVT. LTD.

Authorised Signatory

Name: RAMANPREET SOHI

Title: CFO